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Born with powers and abilities beyond those of normal humans, mutantkind has long been hated and feared by those they sought to protect. Now, from their island nation of Utopia, Cyclops leads the most powerful group of mutants ever assembled to protect what is left of his dwindling species. Hated and feared? When you are as powerful as the Uncanny X-Men, does it matter?

# UNCANNY X-MEN

CYCLOPS
eye-blasting leader

EMMA FROST
telepath with diamond form

COLOSSUS
steel-skinned juggernaut

MAGIK
magic-using teleporter

NAMOR
king of Atlantis

MAGNETO
master of magnetism

DANGER
light-shaping AI

PSYLOCKE
telepathic ninja

STORM
weather witch

## PREVIOUSLY

Mutantkind's ascension has begun. Following a battle with The Avengers, The Phoenix Force has been split into five separate parts, each one bonding with a member of the X-Men: Cyclops, Emma Frost, Colossus, Namor and Magik. Utilizing this power, they are rebuilding the world, solving its problems and building a better future.

Meanwhile, Mister Sinister has begun a new course of action against the X-Men. He has created an entire species of himself, all genetically perfect and identical Sinister clones. From his underground kingdom of Sinister London, he anticipates the X-Men's every move and eagerly awaits their attentions.


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THE OFFICE OF KATE KILDARE, SUPERHUMAN P.R.
DUE TO THEIR PETULANCE AND FEAR IN THE FACE OF THE WORLD'S BEST INTERESTS, THE AVENGERS ARE...
CEASE DICTATION.
WHEN THE PEOPLE YOU'RE WORKING FOR COULD PUT THE MESSAGE DIRECTLY INTO THE FOREBRAIN OF EVERY HUMAN ON EARTH, WRITING A PRESS RELEASE SEEMS A WASTE OF TIME.
THE PHOENIX'S ENTIRE POWER IS HOUSED IN FIVE X-MEN, AND THEY'VE REMADE THE WORLD.
DESERTS BLOOM. FREE ENERGY. INFINITE FOOD. IT'S THE DAWN OF THE JETPACK-FUTURE EVERY BOY SINCE WELLS HAS DREAMED OF.
AND THE GOVERNMENT COULDN'T TAKE IT. THE AVENGERS CAME FOR HOPE, THINKING HER THE KEY TO IT ALL.
ORORO - STORM
HOPE SUMMERS
AND HOPE...SHE WENT WITH THEM. VOLUNTARILY.
BEST TO FORGET THAT. THE PEOPLE DON'T NEED TO KNOW THE DETAILS. THEY NEED TO KNOW HOW IT RELATES TO THEM.
THE AVENGERS ARE OUTLAWED. PAX LITOPIA ENDURES. THAT'S ALL THAT MATTERS.
YOU CAN'T HELP BUT WONDER...
IN THIS UNIMAGINABLE WORLD...

...HOW CAN ANYONE IMAGINE WHAT COMES NEXT?
This Strange, Unpleasant Land
Part 1 of 3
UTOPIA CHANGES. THE FIVE CHANGE.
YET SOME THINGS REMAIN THE SAME. A TURNED SHOULDER AND A COLD WELCOME FROM BETSY BRADDOCK, THE FAMOUS ENGLISH NINJA PSYLOCKE...

MAGNETO, IF YOU WANT MY COMPANY, YOU HAVE IT. THERE'S NO NEED FOR BANTER. I'M NOT IN THE MOOD.
I WANTED A MOMENT'S QUIET TO COLLECT MYSELF BEFORE THE MEETING.
JUST BE QUIET AND ADMIRE THE VIEW.
OF THE *OLD* UTOPIA?
YES. IT NAGS AT ME. IT'S BEAUTIFUL, BUT I DON'T SEE WHY THEY KEEP THE ENTIRE OLD ISLAND FLOATING IN THE MIDDLE OF THEIR NEW CITY...
OH, *THAT* I UNDERSTAND.
IT'S A LIVING MUSEUM OF MUTANTKIND'S DARKEST HOUR.
A *WEEK* AGO, AND IT'S ALREADY BEING CONSIGNED TO HISTORY...
THE PRICE OF GETTING WHAT YOU WANT IS HAVING TO LIVE WITH IT.
MUTANTS RULE THE WORLD. AND NOW WE ALL HAVE TO LIVE WITH THAT.

PSYLOCKE'S JOB IS TO PROTECT RULERS WHO ARE NIGH INVULNERABLE. I'VE ENDED UP JOHN THE BAPTIST TO A FIVEFOLD MESSIAH. WE'RE SURPLUS TO REQUIREMENTS.
CONVERSELY, YOU STILL HAVE YOUR PRISONERS. WHAT DO YOU HAVE TO BE SOUR-FACED ABOUT?
UNIT'S CELL, DEEP WITHIN OLD UTOPIA.
NOW, THIS WOULD BE A GOOD TIME TO MAKE A JOKE.
BY BEING LIGHT YOU'LL MAKE MORE FRIENDS. GIVE IT A TRY. GO ON.
LONG WORKING HOURS.
OH, DANGER. YOU'LL LEARN, MY LITTLE PUPPET.
THIS IS FOR YOUR OWN GOOD AS MUCH AS MINE.
COME. LET'S MOVE ON. HOPE GONE. AVENGERS OUTLAWED.
WHO KNOWS WHAT OUR BETTERS HAVE ON THEIR MIND...

THE CRIMSON COSMOS.
CYTTORAK, LISTEN TO ME.
I CARRY YOUR POWER. I ALSO CARRY THE POWER OF PHOENIX.
AND WITH IT, WE HAVE REBUILT THE WORLD.
I KNOW YOUR DESIRES. YOU CRAVE ONLY RUBBLE.
EXCOMMUNICATE ME AS YOU DID MY PREDECESSOR WHEN HE TOOK ANOTHER MASTER...
HMM.

NO. YOU WILL REMAIN MINE.
YOUR RECENT BACKSLIDING ASIDE, YOU HAVE BEEN MY FAVORITE AVATAR IN THOUSANDS OF YEARS. WHY DO YOU THINK I'VE GIVEN YOU *SO MUCH*?
CREATURES LIKE ***CAIN*** SPENT MOST THEIR LIVES SLINKING, HIDING FROM PEOPLE LIKE ***YOU***. HIS OFFERINGS WERE LIKE TINY BURSTS OF LIGHT IN A LONG NIGHT...
BUT YOU ***HEROES***? IN YOUR CONSTANT BATTLES, YOU DESTROY DAILY. YOUR OFFERINGS ARE AN ETERNAL BANQUET.
YOU HAVE BROUGHT ME FAR MORE DESTRUCTION THAN I COULD HAVE HOPED...
GO WITH MY BLOOD-RED ***BLESSING***. I WILL FORGIVE YOUR RECENT IMPIETY IN ANTICIPATION OF WHAT I'M SURE THE FUTURE HOLDS.
THE PHOENIX IS THE SPIRIT OF REBIRTH ***AND*** DESTRUCTION. OUR DESIRES ARE NOT INCOMPATIBLE.
THEN YOU FORCE MY HAND...

NO.
UNDERSTAND *THIS*. A DEMON LORD IN HIS DOMAIN IS OUTSIDE NATURAL LAW.
DO NOT DREAM THAT EVEN WITH A FIFTH OF THAT GREAT POWER YOU CAN FACE ME *HERE*.
BEGONE.
I'M SORRY, BROTHER.
NO. IT WAS A FORLORN HOPE.
WE HAVE TURNED EARTH INTO A HEAVEN.
I WAS FOOLISH TO THINK THAT MIGHT EXTEND TO ME.

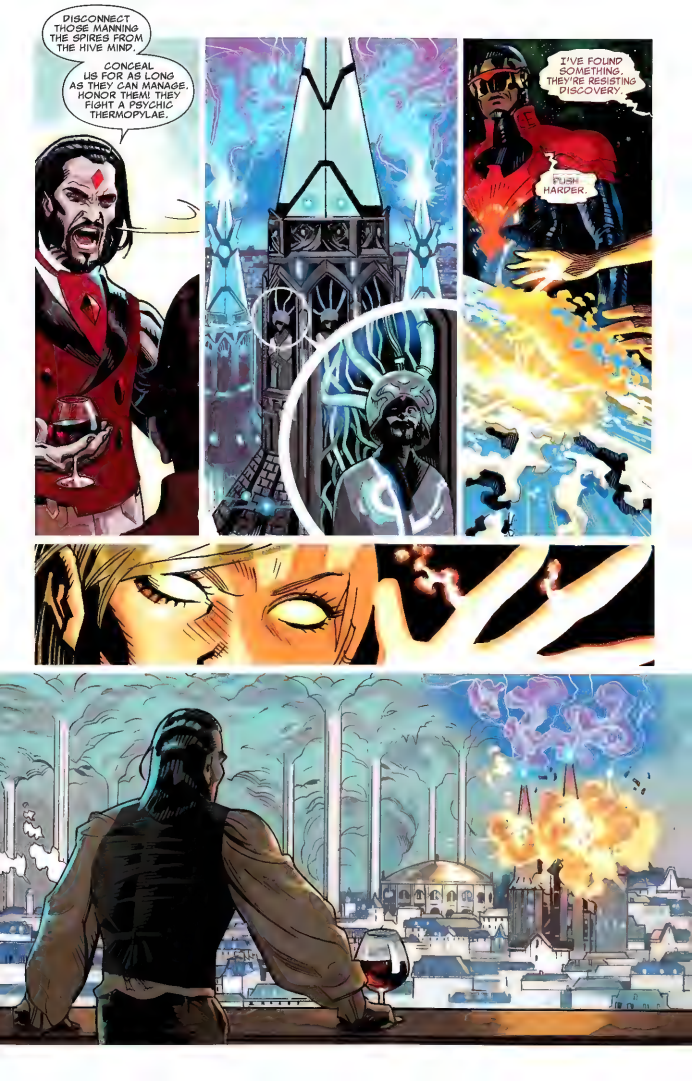
WE MEET IN OUR OLD QUARTERS IN THE HEART OF OLD UTOPIA TO REMIND US WHERE WE HAVE COME FROM--AND HOW FAR WE'VE TRAVELED.
THE EXTINCTION TEAM CAME TOGETHER TO SAVE THE WORLD, AND IN DOING SO, SAVE MUTANTKIND.
AND NOW WE HAVE AN EMPTY SEAT.
WHETHER SHE IS HERE OR NOT, THIS IS ABOUT HOPE.
THIS IS ALWAYS ABOUT HOPE.

SO--NOW WE HEAD AFTER THE AVENGERS AND OUR PRECIOUS LITTLE GIRL?
I SUSPECT WE HAVE OTHER BUSINESS. EMMA, EXPLAIN.
HOPE KNEW ABOUT THE PHOENIX. SOMEONE TOLD HER.
IT WAS SINISTER.
YOU INVADED HER MIND?
NO, NOTHING SO CRASS.
WE ARE OF THE PHOENIX. WE SIMPLY ASKED IT.
WE ARE NOTHING BUT KNOWLEDGE AND UNDERSTANDING NOW, "GODDESS."
AND YOU SHOULD NOT FEAR US SO. THOUGH, THANKS TO THE INFINITY WE CONTAIN, I UNDERSTAND WHY YOU DO.
HE TOLD HER...AND HE MUST HAVE TOLD HER FOR A REASON. IT WOULDN'T HAVE BEEN AN ALTRUISTIC ONE.
SO WHAT DO WE DO NOW?
A GOOD QUESTION.
EMMA?

WHAT DO WE DO NOW?
SINISTER IS A DISTRACTION. THIS IS ABOUT DEFIANCE.
THE AVENGERS HAVE NEVER UNDERSTOOD THE NATURE OF MONARCHY. THEY MUST KNOW THAT WE WILL BROOK NO PETTY RESISTANCE.
NO, NAMOR, OUR FIRST ACTION MUST BE TO MAKE SURE HOPE IS SAFE. SINISTER IS A THREAT TO HOPE. THE AVENGERS ARE NOT.
THEY DO NOT WISH TO HARM THE GIRL. THEY WISH TO UNDERSTAND HER. THEY THINK THEY CAN USE HER AGAINST US.
FINALLY, THEY START TO FEAR US. NOT ENOUGH, BUT A START.
I'M SURE WE CAN BUILD ON THAT, LIKE WE'VE BUILT SO MUCH ELSE.

MAGIK? COLOSSUS?
SOME THINGS EXIST ONLY TO BURN.
SINISTER IS AMONGST THEIR NUMBER.
VERY WELL, SCOTT?
YOU'VE BEEN QUIET.
WE'VE GOT THIS POWER. WE CAN MAKE A BETTER WORLD.
AND I THINK IT'D BE A BETTER WORLD WITHOUT SINISTER IN IT.
FIND HIM.

X SINISTER LONDON. DEEP BENEATH THE EARTH'S SURFACE.
"SIR! SIR!"
PALE ALE!
THE PSYCHIC BATTALIONS REPORT THE PHOENIX-HOSTS ARE TRYING TO DIVINE OUR LOCATION.
IT BEGINS.


DISCONNECT THOSE MANNING THE SPIRES FROM THE HIVE MIND.
CONCEAL US FOR AS LONG AS THEY CAN MANAGE. HONOR THEM! THEY FIGHT A PSYCHIC THERMOPYLAE.
I'VE FOUND SOMETHING. THEY'RE RESISTING DISCOVERY.
PUSH HARDER.

I'VE FOUND SINISTER.
AND WE WILL DEAL WITH HIM.
TO THE SIEGE COURAGEOUS...
SCOTT!
WHAT DO YOU WANT US TO D--
STAY. THERE IS NO NEED TO ENDANGER YOURSELF.

ANCHORAGE, ALASKA.
WHERE IS THE ANNOYINGLY VERBOSE PREY?
HIS ABOMINATION OF A SPECIES IS FAR BELOW.
STILL, HE BAITS ME. THIS IS WHERE I GREW UP... WHERE HE FIRST WATCHED ME... HE BRINGS ME BACK HERE...
...AS IF IT'S ALL STILL PART OF HIS PLAN.
HE MAKES A MISTAKE. HE THINKS US STILL HUMAN.
WHAT WE ARE NOW IS BEYOND HIS SMALL REASON.

HOWEVER, HE'S CREATED A PROBLEM. WE'RE NEAR ENOUGH TO ANCHORAGE THAT WE CANNOT SIMPLY BRING THE WHOLE CEILING CRASHING DOWN. THERE WILL BE A FIGHT.
ENOUGH TALK. IT IS TIME FOR ACTION. IT IS TIME--
--TO SHOW DESTRUCTION DOES HAVE ITS TIMES AND PLACE?
IT SEEMS SO.

THEY'RE APPROACHING, SIR. RAPIDLY.
OH, THIS IS GOING TO BE ONE FOR THE HISTORY BOOKS.
SINISTER PRIME TO THE PEOPLE.
IN THESE LAST FEW WEEKS, WE LIVED IN A GREEN AND PLEASANT LAND.
NOW WAR IS UPON US, AND WE MUST BEAT OUR PLOWSHARES INTO SWORDS.
WE MUST BEAT OURSELVES INTO SWORDS.
I DECLARE TOTAL WAR.

SET THE CREATION ENGINES TO FULL STEAM!
SQUIRT OUT BROTHER SINISTERS AS IF THERE'S NO TOMORROW!
SIR! THEY'LL ONLY LIVE A DAY IF WE DEVELOP THEM SO HASTILY!
OH MY, YOU SILLY BOY. THEY'LL LIVE LESS THAN THAT.
THEY ARE BUT BLOODY PULP FOR THE X-MEN'S MILL.
PAY ATTENTION! IF WE DON'T TRIUMPH THERE IS NO TOMORROW.
WAR! GIVE ME WAR! GIVE ME TOMORROW!
GIVE US ALL TOMORROW!

THEY'VE BREACHED THE CAVERN.
EXCELLENT.

UNTETHER THE SPAWN! EMPTY THE MENAGERIE!
MARAUDER BATTALIONS ENGAGE! ENRAGE! ENFILADE!

AND US, YOUR MAJESTY?

WAIT, MADELYNE. YOUR TIME WILL COME.
FIRST THINGS FIRST.

THERE'S A SPECTACLE TO APPRECIATE.
AND DAMN ME, IF I SAY IT MYSELF...

"...IT'S EVERYTHING I IMAGINED IT WOULD BE."
TO BE CONTINUED...

# NEXT ISSUE

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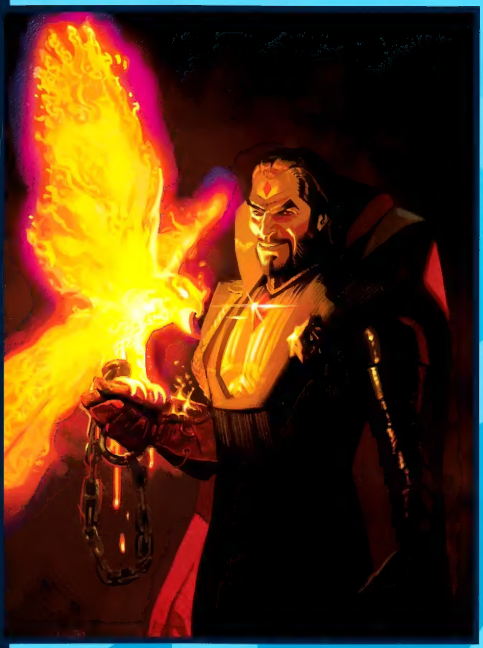

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